

Exhibit 1

Proposed Redacted *Declaration of Robert A. Del Genio*

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re

TPC GROUP INC., et al.,

Debtors.¹

Chapter 11

Case No. 22-10493 (CTG)

Joint Administration Requested

DECLARATION OF ROBERT A. DEL GENIO

I, Robert A. Del Genio, hereby declare that the following is true to the best of my knowledge, information, and belief:

1. I am a Senior Managing Director and the co-leader of the New York Metro Region for Corporate Finance and Restructuring at FTI Consulting, Inc. (“**FTI**”), which has since November 1, 2021 served as financial advisor to TPC Holdings, Inc. (“**Holdings**”) and certain of its direct and indirect subsidiaries (collectively with Holdings, the “**Debtors**” or the “**Company**”).

2. The Debtors are a leading producer, marketer, and value-added processor of intermediate and specialty chemicals, fuel derivatives and petroleum byproducts, as well as a provider of critical infrastructure and logistics services along the U.S. Gulf Coast.

3. I lead FTI’s engagement for the Debtors. I submit this declaration (this “**Declaration**”) in support of the Debtors’ voluntary petitions for relief and motions filed herewith (the “**First Day Motions**”). I am authorized to submit this Declaration on behalf of the Debtors.

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are: TPC Group Inc. (3618); TPC Holdings, Inc. (7380); TPC Group LLC (8313); Texas Butylene Chemical Corporation (7440); Texas Olefins Domestic International Sales Corporation (4241); TPC Phoenix Fuels LLC (9133); Port Neches Fuels, LLC (1641); and TP Capital Corp. (6248). Each Debtor’s corporate headquarters and mailing address is 500 Dallas St., Suite 2000, Houston, Texas 77002.

4. Based on my work with the Company during FTI's engagement, I am familiar with the Debtors' business, financial condition, day-to-day operations, and books and records.

5. Based on my work with the Company during FTI's engagement, I am familiar with the types of documents prepared in the normal course and scope of the Company's business, I am familiar with the manner in which the Company's records are made and maintained, and I am qualified to attest in connection with the maintenance of the Company's business records.

6. The copies of the records attached to this declaration and identified in paragraph 8, below, are true and correct copies of original records prepared and maintained in the regular course and scope of the Company's business.

7. The copies of the records attached to this declaration and identified in paragraph 8, below, have been prepared and/or maintained by the employees/personnel of the Company in the ordinary course of business at or near the time of the acts, conditions, or events which they intend to convey.

8. The copies of the records attached to this declaration and identified in paragraph 8, below, are maintained in the regular course and scope of business of the Company pursuant to certain business records and retention policies.

9. Attached to this declaration are the following documents which are maintained in the ordinary course of business as business records by the Company:²

- Attached as Exhibit 1 hereto is a true and correct copy of the May 31, 2022 RSA and term sheet entered into by the Company.

² The numbering of the below exhibits is consistent with the Exhibit List shared with Judge Goldblatt in accordance with Judge Goldblatt's chambers procedures. Exhibit 9 is omitted because the Debtor does not seek to admit the document at the First Day Hearing on the basis that the document is kept in the ordinary course of business.

- Attached as Exhibit 2 hereto is a true and correct copy of the August 2, 2019 Intercreditor Agreement entered into by the Company.
- Attached as Exhibit 3 hereto is a true and correct copy of the February 2, 2021 Intercreditor Agreement entered into by the Company.
- Attached as Exhibit 4 hereto is a true and correct copy of the February 2, 2021 Collateral Agent Joinder Agreement entered into by the Company.
- Attached as Exhibit 5 hereto is a true and correct copy of the August 2, 2019 10.5% Notes Indenture entered into by the Company.
- Attached as Exhibit 6 hereto is a true and correct copy of the February 2, 2021 Supplemental Indenture entered into by the Company.
- Attached as Exhibit 7 hereto is a true and correct copy of the February 2, 2021 10.875% Priming Notes Indenture entered into by the Company.
- Attached as Exhibit 8 hereto is a true and correct copy of the Consents of Noteholders received by the Company from January 28-29, 2021.
- Attached as Exhibit 10 hereto is a true and correct copy of the February 3, 2022 Forbearance Agreement entered into by the Company.
- Attached as Exhibit 11 hereto is a true and correct copy of the March 16, 2022 Amendment to Forbearance Agreement entered into by the Company.
- Attached as Exhibit 12 hereto is a true and correct copy of the March 16, 2022 Letter Agreement entered into by the Company.
- Attached as Exhibit 13 hereto is a true and correct copy of the March 16, 2022 Consent to Forbearance Extension entered into by the Company.
- Attached as Exhibit 14 hereto is a true and correct copy of an April 19, 2022 - Harris County TPC Group LLC UCC / Lien Search Report performed by the Company.
- Attached as Exhibit 15 hereto is a true and correct copy of the April 19, 2022 - Jefferson County TPC Group LLC UCC / Lien Search Report performed by the Company.
- Attached as Exhibit 16 hereto is a true and correct copy of the April 18, 2022 TPC UCC / Lien Report performed by the Company.
- Attached as Exhibit 17 hereto is a true and correct copy of the March 24, 2022 - TPC Louisiana UCC / Lien Report performed by the Company.
- Attached as Exhibit 18 hereto is a true and correct copy of the March 24, 2022 - TPC Delaware UCC / Lien Report performed by the Company.

- Attached as Exhibit 19 hereto is a true and correct copy of the March 24, 2022 - TPC Texas UCC / Lien Report performed by the Company.
- Attached as Exhibit 20 hereto is a true and correct copy of the December 14, 2021 - TPC UCC / Lien Report performed by the Company.
- Attached as Exhibit 21 hereto is a true and correct copy of an announcement made by the Company on Feb 2, 2021 regarding issuance of the 10.875% Notes.
- Attached as Exhibit 22 hereto is a true and correct copy of the Company's 2021 Q1 Financial Report.
- Attached as Exhibit 23 hereto is a true and correct copy of the Company's 2021 Q2 Financial Report.
- Attached as Exhibit 24 hereto is a true and correct copy of the Company's 2021 Q3 Financial Report.
- Attached as Exhibit 25 hereto is a true and correct copy of the Company's 2021 Q4 and Annual Financial Report.
- Attached as Exhibit 26 hereto is a true and correct copy of a letter to Scott Bowling and Jim Prince from Milbank LLP, copying the Company, which the Company received on March 31, 2022.
- Attached as Exhibit 27 hereto is a true and correct copy of a letter to US Bank from Milbank LLP, copying the Company, which the Company received on April 26, 2022.
- Attached as Exhibit 28 hereto is a true and correct copy of a chart reflecting January 2021 - May 2022 TPC Note Prices, prepared for the Company's review by Moelis.
- Attached as Exhibit 29 hereto is a true and correct copy of a January 23, 2022 Blue Torch DIP Term Sheet provided to the Company for review.
- Attached as Exhibit 30 hereto is a true and correct copy of the February 10, 2022 Ad Hoc Noteholder Group (Evercore) DIP Term Sheet provided to the Company for review.
- Attached as Exhibit 31 hereto is a true and correct copy of the February 15, 2022 JP Morgan DIP Term Sheet provided to the Company for review.
- Attached as Exhibit 32 hereto is a true and correct copy of the February 17, 2022 Ad Hoc Noteholder Group (Evercore) DIP Term Sheet provided to the Company for review.
- Attached as Exhibit 33 hereto is a true and correct copy of the February 23, 2022 Bayside Cerberus DIP Term Sheet provided to the Company for review.

- Attached as Exhibit 34 hereto is a true and correct copy of the March 8, 2022 Ad Hoc Noteholder Group (Evercore) DIP Term Sheet provided to the Company for review.
- Attached as Exhibit 35 hereto is a true and correct copy of the March 28, 2022 Bayside Cerberus DIP Term Sheet provided to the Company for review.
- Attached as Exhibit 36 hereto is a true and correct copy of the May 14, 2022 Bayside Cerberus DIP Term Sheet provided to the Company for review.
- Attached as Exhibit 37 hereto is a true and correct copy of a February 25, 2022 DIP Term Sheet Comparison prepared by Moelis for review by the Company's Board.
- Attached as Exhibit 38 hereto is a true and correct copy of a March 10, 2022 Ad Hoc Noteholder Group (Evercore) DIP and RSA Proposal Comparison prepared by Moelis for review by the Company's Board.
- Attached as Exhibit 39 hereto is a true and correct copy of a March 22, 2022 Ad Hoc Noteholder Group (Evercore) RSA and DIP Proposal Comparison prepared by Moelis for review by the Company's Board.
- Attached as Exhibit 40 hereto is a true and correct copy of a March 28, 2022 Ad Hoc Noteholder Group (Evercore) DIP Term Sheet Comparison prepared by Moelis for review by the Company's Board.
- Attached as Exhibit 41 hereto is a true and correct copy of an April 21, 2022 RSA and DIP Proposal Discussion Materials prepared by Moelis for review by the Company's Board.
- Attached as Exhibit 42 hereto is a true and correct copy of an April 5, 2022 RSA and DIP Process Update prepared by Moelis for review by the Company's Board.
- Attached as Exhibit 43 hereto is a true and correct copy of the June 1, 2022 Term DIP Agreement entered into by the Company.
- Attached as Exhibit 44 hereto is a true and correct copy of the June 1, 2022 ABL DIP Agreement entered into by the Company.

Pursuant to 28 U.S.C. § 1746, the undersigned makes the forgoing declaration as of the date of its filing under penalty of perjury.

/s/ Robert A. Del Genio

Robert A. Del Genio